#30



Union Tank Car Company

6168-Z-

225 West Washington Street Chicago, Illinois 60606 312/372-9500

November 26, 1990

CERTIFIED MAIL

NOV 29 1990 -2 ::5 PM

RETURN RECEIPT REQUESTED

INTERSTATE COMMERCED COMMISSION

Secretary
Interstate Commerce Commission
12th St. & Constitution Ave., N.W., Room 2215
Washington, DC 20423

Re:

Equipment Trust Agreement (Series 7)

Recordation No. 6168

Dear Sir or Madam:

Enclosed are the original and two certified copies of the Fifteenth Supplemental Equipment Trust Agreement, dated July 31, 1990, between Union Tank Car Company and Bankers Trust Company, as Trustee. Also enclosed are the original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$30 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5336.

Thank you.

Sincerely,

Patrick J. Allen Senior Attorney

PJA/jf UTC7a Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/30/90

Patrick J. Allen-Senior Attorney Union Tank Car Company 225 West Washington Street Chicago, Illinois 60606

Dear

Sirs:

The enclosed dcoument(s) was recorded pursuant: to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on at , and assigned recordation number(s). 6168-2 and 6168-AA.

Sincerely yours,

Sidney L. Strickland, Jr.

Secretary

1500000000 No. 6/68-AA

NOV 29 1990 -2 25 PM

STATE OF ILLINOIS)
COUNTY OF COOK)

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Bill of Sale, dated November 15, 1990, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 26th day of November, 1990.

Notary Public

utc7a

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois

My Commission Expires June 6, 1994

MERICATION NO 6/68-AA

BILL OF SALE

NOV 29 1990 -2 25 PM

BANKERS TRUST COMPANY as Trustee under Equipment Trust Agreement Dated May 1, 1971

(Series 7)

to
UNION TANK CAR COMPANY

KNOW ALL MEN BY THESE PRESENTS, that Bankers Trust Company ("Trustee"), as Trustee under that certain Equipment Trust Agreement ("Agreement"), dated May 1, 1971 by and between Trustee and Union Tank Car Company ("Company"), in consideration of the conveyance to Trustee of certain Equipment (as defined in the Agreement) to be substituted under the Agreement and other compliance by Company with the terms of the Agreement, and particularly Section 5.06 thereof with respect to such substitutions, and other good and valuable considerations, the receipt whereof is acknowledged, does hereby sell, assign, transfer, set over and deliver unto Company all of its right, title and interest in and to those certain units of Equipment heretofore assigned by Company to Trustee pursuant to the Agreement, which units of Equipment are fully described in Schedule B hereto, hereby warranting that such Equipment is free and clear from all liens and encumbrances of Trustee.

TO HAVE AND TO HOLD the said Equipment unto Company and its successors and assigns forever.

THIS BILL OF SALE releases the Equipment described in Schedule B hereto from the lien of the Agreement, which was recorded with the Interstate Commerce Commission.

IN WITNESS WHEREOF, Trustee has caused this instrument to be duly executed by a proper corporate officer hereunto duly authorized, and its corporate seal to be hereunto affixed and attested, as of <u>Novamber</u> 15, 1990.

BANKERS TRUST COMPANY

By:

(CORPORATE SEAL)

Attest:

UTC2044-7

STATE OF NEW YORK)
COUNTY OF
On this day of Moranda, 1990, before me, a Notary Public in and for said State and County, personally appeared Rosemary Melendez and Grant Notary, to me personally known, who being by me duly sworn did say that they are, respectively, ASSISTANT SECRETARY and ASSISTANT SECRETARY of Bankers Trust Company, that the seal affixed to the foregoing instrument is the corporate seal of said Bank, that said instrument was signed and sealed on behalf of said Bank by prior authority; and said persons acknowledge that the execution of the foregoing instrument was the free act and deed of said Bank.
Notary Public Beside Blakshall Notary Public, State of New York No. 24—4285294 Outslided in Kings County Certificate filed im New York County Commission Expires February 17, 1991

UTC2044-7

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT PAGE 1 WRECKED/RETIRED CARS (SCHEDULE B) R 7 SERIES 7 10/19/90

	IAD IBER	AAR CODE	CAR CAPACTTY	UNIT	co -co	DES- CTY		ATES WRECKED/ RETIRED		CERTIFICATE TRUST COST	Ē	NET BOOK VALUE		SUBSTI- TUTION VALUE *
OPAA	205117	BOXT	100	TON	3	2	05/70	10/89	₫,	28,855	q.	601	\$	5,958
UTLX	28045	191	17,300	GAL	1	•	95/70	10/89		21,040		438	Ş	3,715
UTEX	47921	1 M	20,000	L-AL	3	2	05/70	08/89		14,945		311		1,732
OFF	48408	l'in	20,000	GAL	1	į	05/70	4		14,656		305		2,492
uux	48476	TM	20,000	GAL.	1	Ť	05/70			14,668		306		2,316
$\times 1117$	48477	Tit	20,000	GAL	١	1	05/70			14,668		306		2,382
HILX	48530	Τħ	20,000	GAL	1	7	05/70			14,668		368		2,443
HILX	48534	ľΜ	20,000	GAL	٩	ì	95/70			14,668		306		2,337
THE X	74845	TMI	16,800	LAL	1	3	05/70			18,419		384		2,540
HHT.X	74861	TMI	16,800	HAL	1	7	05/70			18,419		384		2,528
H.X	75281	IMI	22,500	GAL.	1	1	05/70			18,807		392		924
UTL.X	76286	TMI	13,300	GAL.	1	Ť	05/70			17,480		364		2,366
HILX	76296	IMI	13.300	GAL	1	-	95/70			17.480		364		1,083
UTLX	76355	TMI	13,600	GAL	Í	7	05/70			17.137		35 ?		2,303
111 X	76423	TMI	13.600	GAL	1	7	05/70			17.403		363		3,218
1 T L X	76450	TMI	13,600	GAL.	î	Ť	05/70			17,403		363		1,577
HEX	77281	TMI	10,200	GAL.	1	5.5	-05/70 -05/70			21,072		43♀		2,385
	205350	BOXE	69	FEET	3	22	05/70			22,799		(9		3,156
	205351	BOXE	60	FFFT	3		-05/70			22.799		14		3,156
CHAA	205352	BUXE	60	FEET	3	- 2	05/70			22,799		(-)		3,156
	205353	HOXE	60	FEET	3	4	-05/70			22.799		<u> </u>		3,156
	205354	BOXE ROXE	50 70	FEET	$\frac{3}{3}$	<u> </u>	- 95776 - 95779			22,799		0		3,156
- PAA	205355	BOXE	69 69	FEET	3	Ĺ	- 0.5770 - 0.5770			22,799 22,799		(A (A		3,156
	205356 205357	80XF	ის ტმ	FEET			- 00/10 - 05/70			$\frac{22.799}{22.799}$		(A		3,156
	205358	BOXE	60 60	FEET	3	2	05/70			22.799		6		3,156
	205359	BOXE	60 60	FEET	3	2	05/70			22,799		127 131		3,156
	205360	BOX:		FEET	3	• • • •	95/70							3,156
		HOXE	ტ0 ტ0	FEET	3		- 237.79 - 05776			22,799		<u> </u>		3,156
	295361 295362	BOXE BOXE	=	FEET			- 72779 - 95779			22.799		ra 		3,156
	205363	BUXE	69 69	FEET	.5 3	.2	- 95779 - 95779			22,799 22,799		6) (9		3,156
	205364	BUXE		FEET	3	-	95/70			22.799				3,156
	20536°	BOXE	50 60	FEET	3		05/76			22.799		(4)		3,156
	205366	80X6	59	FEET	3		05/70			22.799		(5)		3,156
	205367	BUXE	50 50	FEFT	3		95/76			22.799		ea ea		3,156
PAA	205368	BOXE		FEET	.3	12	95779	10/90		22,799		Ö		3,156
CH'AA	205369	BOXE	60	FEET	3	1	95776	10/90		22,799		. 0		3,156
	205370	HUXF	60	FEET	5	2	05/76	10/90		22.799				3,156
	205371	BUXE	60	FEET	3	2	95776	10/90		22.799		9		3,156
CHAA	205372	BOXE	60	FEET	.3	2	05/76	10/90		22.799		(9		3,156 3,156
PAA	205373	BOXE	6 0	FEET		Ž	H5/76	10/90		22.799		(a)		3,156
	205374	BOXE	50	FEET	13		05/76	10/90		22,799		6)		3,156
THAA	205375	BOXE	50	FELT	13	4	95/76	10/90		22.799		(g)		3,156
HAA	205376	BOXE	69	FEET	.3	- 13	05/76	10/90		22.799		64		3,156
FPAA	205377	ROXF	60	FEET	3		95776	10/90		22,799		<u>Ģ</u>		3,156
HAA	205378	вохе	69	FEET	.3	12	95776	10/90		22.799		ia "		3,156

UNION FANK CAR COMPANY - TREASURERS DEPARTMENT WRECKED/RETIRED CARS (SCHEDULE B) R 7 SERIES 7 10/19/90

PAGE 2

ROAD NUMBER		AAR	CAR CAPACITY	UNIT	-ca	-23 0 CTY			CERTIFICATE TRUST	TRUST			SUBSTI-
		0000		THE MIS	CO	511	0.3 E	RETIRED	COST		VALUE		VALUE *
CPAA	205379	BOXE	60	FEET	3	2	05/70	40.700					
	205380	BOXE	60	FEET	3	$\frac{2}{2}$	05/70		\$ 	5	9	\$	3,156
CHAA	205381	BOXE	60	FEET	3	$\bar{2}$	05/70		22,799		Θ	•	3,156
CPAA	205382	BOXE	60	FEET	3	2	05/70		22,799		0		3,156
CMAA	205383	BOXE	50	FEET	3	\bar{z}	05/70		22,799		0		3,156
UPAA	205384	BOXE	5 0	FEET	3	2	05/70	10/90	22,799		9		3,156
UMAA	205385	BOXE	69	FEFT	3	2	05/70		22,799		()		3,156
CPAA	205386	BOXE	69	FEET	3	$\frac{1}{2}$	95/79		22,799		0		3,156
	205387	HUXF	60	FEET	3	$\bar{2}$	05/70	10/90	22,799		0		3,156
	205388	BOXE	30	FEET	3	$\frac{1}{2}$	05/70	10/90	22,799		. 69		3,156
	205389	BOXE	60	FEET	3	2		10/90	22,799		. 0		3,156
	205390	80XF	50 50	FEET		$\stackrel{\cdot}{2}$	05/70	19/99	22,799		6)		3,156
	205391	BUXE	ად ტ0	FEET	3	2.	05/70	10/90	22,799		<i>t</i> -)		3,156
	205392	BOXE	60	FEET	3	$\frac{2}{2}$	05/70	10/90	22,799		(9		3,156
	205393	BOXE	50	FEET	3	2	-95770 -95770	10/90	22,799		i <u>-</u> j		3,156
	205395	BOXE	50 50	FEET	3	2	05/70	10/90	22,799.		t j		3,156
	205396	BOXE	69	FEFT	3	2		10/90	22,800		(-)		3,156
	205397	BOXE	59	FEET	3	$\frac{z}{2}$	05/70	10/90	22,800		Θ		3,156
	205398	BOXE					95/70	10/90	22,800		0		3,156
	205399	BOXE	60 / 1	FEET	3	2	05/70	10/90	22,800		0		3,156
	205400	BOXE	6 9	FEET	3	2	05/70	10/90	22,800		Θ		3,156
	205401	BOXE	∌ 0	FEET	3	2	05/70	10/90	22,800		Θ		3,156
	205402		60 40	FEET	3	2	05/70	10/90	22,800		ė.		3,156
	205403	BOXE BOXE	60	FEET	3	2	05/70	10/90	22,800		Ö		3,156
	205404	BOXE	60 70	FEET	3	2	05/70	10/90	22,800		Θ		3,156
	205405	BOXE	60 40	FEET	3	2	95/70	10/90	22,800		Θ		3,156
	205406	BOXE	50 40	FEET	3	2	05/70	10/90	22,800		Õ		3,156
	205407	BOXE	60 /^	FEET	3	2	05/70	10/90	22,800		0		3,156
	205408	BOXE	60 40	FEET	3	5	05/70	10/90	22,800		Θ		3,156
	205409	BOXE	60 44	FEET	3	2	05/70	10/90	22,800		9		-
	205 4 10		60 70	FHET	3	2	95/79	19/90	22,800		0		3,156
		BOXE	60 	FEFT	3		05/70	10/90	22,800		<u>(-)</u>		3,156
	205411	BOXE	69	FEET	3	2	95/76	10/90	22.800		(i)		3,156
	205412	BOXE	50	FEET	3	2	95/70	10/90	22,800		9		3,156
	205413 205414	80XF	50	FEET	3	2	05/70	10/90	22,800		()		3,156
		BOXE	50	FEET	3	2	05/70	10/90	22,800		Θ		3,156
	205415 - 205416 -	BOXE BOXE	50	FEET	3		05/70	10/90	22,800		(3		3,156
	205417	BOXE	60	FEET	3		05/70	10/90	22.800		$\dot{\Theta}$		3,156
	205418	BOXE	60 70	FEET	3		05/70	10/90	22,800		0		3,156
			60	FEET			05776	10/90	22.800		(i)		3,156
	295419	BOXE	60	FEET	3		05 /70	10/90	22,800		0		3,156
	205420	HOXE	59	FFET	3		05/70	10/90	22.800		Ö		3,156
	205421	BOXE		FEET	3		05Z70	10790	22,800		ĕ		3,156
	205422	BOXE	± (a)	FEET	3		05/70	10/90	22,800		Θ		3,156
	205423	80XF	69	FEFT	.3	2	0 5 /70	10/90	22,800		9		3,156
	205424	BOXE	69	FEET	3	2	05/70	10/90	22.800		0		3,156
FFAA	205425	BOXE	69	FEET	3	12	05/70	10/90	22,800		(/ ()		3,156
											V V		3,156

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UNION TANK CAR COMPANY - TREASURERS DEPARTMENT PAGE 3 WRECKED/RETIRED CARS (SCHEDULE B) R 7 SERIES 7 10/19/90

								ATES	CERTIFICATE		SUBSTI-
ROAD		AAK	CAR	TINU	-66	IDES-	114	WRECKED/	TRUST	NET BOOK	TUTION
NUMBE	R	CODE	CAPACITY	MEAS	CO	CTY	USE	RETIRED	7200	VAI.UE	VALUE *
CPAA 20	5426	BOXE	60	FEET	3	2	05/70	10/90	\$ 22.800 \$	Θ	^ 2 156
UPAA 20	5427	BOXE	60	FEET	3	.5	05/70	10/90	22,800	Ö	\$ 3,156
CPAA 20	5428	BOXE	60	FEET	3	2	05/70	10/90	22,800	ě	3,156
UPA4 20	5429	BOXE	5 0	FEET	3	2	05/70	10/90	22.800	9	3,156 3,156
DMAA 20	5430	BUXE	60	FEET	3	2	-95/70	10/90	22,800	ē	
UPAA 20	5431	BOXE	60	FFFT	3	2	95779	10/90	22,800	Θ	3,156 3,156
CEAA 20	5432	BOXE	60	FEET	3	2	95/79	10/90	22,800	0	3,156
UPAA 20	5433	BOXE	60	FEET	-3	- 2	05/70	10/90	22,800	0	3,156
CHAA 20	5434	BOXE	60	FEET	3		05/70	10/90	22, 80 0	Θ	3,156
SPAA 20	5435	80XF	60	FEET	3	.3	95/79	10/90	22,800	9	3,156
CHAA 20	5436	BOXE	6.0	FFET	3	27	05/70	10/90	22,800	Θ	3,156
UMAA 20	5437	BOXE	50	FEET	3	2	95/70	10/90	22,800	9	3,156
UMAA 20	5438	BUXE	<i>6</i> ∙0	FEET	3	20	05/70	10/90	22,800	Θ	3,156
- THAA 29	5439	BOXE	60	FEET	3	1.3	05/70	10/90	22,800	0	3,156
LENVY NO	E 440	BOXE	60	PEET	3		-95/79	10/90	22,800.	ė	3,156
UPAA 20	5441	BOXE	60	FEET	څ	2	05/70	10/90	22,800	(•)	3,156
UPAA 20	5442	BOXE	60	FEET	3	2	95779	10/90	22.800	0	3,156
CPAA 20	5443	BOXE	59	FEET	-3	2	95 779	10790	22,800	(4	3,156
UMAA 20	5444	BOXE	<u> </u>	HEE.T	3	2	05779	10/90	22.800	Θ	3,156
THAA 20	5445	BOXE	60	FEET	3	2	05/70	10/90	22,800	Θ	3,156
UMAA 20	5446	нохг	50	FEFT	.5	2:	05/79	10/90	22,800	Θ	3,156
DEAA 20	5447	BOXE	50	FEET	3	2	05/70	10/90	22,800	6	3,156
FERA RO	5448	ROXE	60	HEFF	3	2	05770	10/90	22,800	Θ	3,156
CHAA 20	5449	80XF	50	FEEL	3		05/70	10/90	22,800	Θ	3,156
CH'AA RO	5450	ROXE	69	FFF (3	.2	-05770	10/90	22,800	(9)	3,156
TEAA 20	5451	BOXE	60	FFET	-3	3	05/70		22,800	Θ	3,156
UMAA 20	5452	BUXE	60	FEET	- 3	21	05 /70	10/90	22.800	Θ	3,156
THAA 20		BOXE	50	FEET	3	.2	05/70		22,800	0	3,156
UMAA 20	5454	BUXE	60	FEET	3	27	05/70	10/90	22,800	Θ	3,156
CHAA 20	5455	80XF	60	FEET	3	5	05770		22,800	Θ	3,156
OMAA 20	15456	RUXE	60	F E.E. T	- ÷	2	95779	10/90	22.800	Θ	3,156
OMAA 20	5457	80XE	60	FEET	-3	12	05/70		22.800	Θ	3,156
7 29A 20		BOXE	60	rtt)	3	2	05/70		22.899	Θ	3,156
UMAA 20		BOXE	60	FEET	-3	2	05/ 70		22,800	0	3,156
SMAA 20		BOXE	60	r e.t. I	3	2	05/70		22.800	9	3,156
UMAA 20		BOXE	60	FEET	3	2	05/70		22,800	Θ	3,156
- CPAA 20		BOXE	69	FEET	3	2	05/70		22,800	Θ	3,156
CHAA 20		BOXE	50	FEET	3	2	05/70		22,800	Θ	3,156
- PRAA 26		BOXE	60	FEET	3	2	05/70		22,800	0	3,156
OPAA 20		80XF		FEET	3	2	05/70		22,800	9	3,156
CMAA 26				FEET		2	05/70		22,800	Θ	3,156
CHAA 20	15467	BOXE	50	FEET	.5	.5	95/79	10/90	22,800	0	3,156
	· · · · · · · · · · · · · · · · · · ·								 		
NUMBER	DF CA	RS	1-34						\$ 2,969,344 \$	317	\$ 411,551

^{*}Scrap or sale value